

13F CON P 5/15/02

FORM 13F

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2001

Check here if Amendment ☐; Amendment Number:     

This Amendment (Check only one):

☐ is a restatement

☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sandell Asset Management Corp.

Address: 1251 Avenue of the Americas, 23<sup>rd</sup> Floor, New York, NY 10020

13F File Number: 28-06499

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing this report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.


Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas Sandell

Title: Principal

Phone: 212-899-4756

Signature, Place, and Date of Signing:



(Signature)

New York, New York

(City, State)

February 13, 2002

(Date)

Report Type (Check only one.):

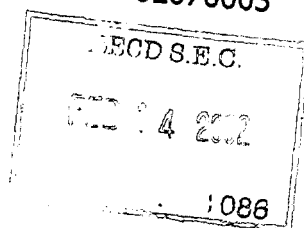
☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE.

☐ 13F COMBINATION REPORT.



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CONFIDENTIAL TREATMENT EXPIRES

PROCESSED

DEC 23 2003

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FINANCIAL

FORM 13F Summary Page

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 5

Form 13F Information Table Value Total: \$100,185 (thousands)

List of Other Included Managers:

None

# CONFIDENTIAL TREATMENT REQUESTED

QTR ENDED: 12/31/01

FORM 13F

Name of Reporting Manager: Sandell Asset Management

(SEC USE ONLY)

Confidential  
treatment  
requested  
on 11/15/01  
filing  
Y

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4: Fair Market Value (X\$1000)	Item 5: Shares or Principal Amount	Item 6: Investment Discretion	Item 7: Managers See Instr. V	Item 8: Voting Authority (Shares)		
							(a) Sole	(b) Shared	(c) None
C.R. Bard Inc.	COM	067383-10-9	9,109	142,000 SH	SOLE		142,000		
Onion Power Holdings Inc.	COM	686286-10-5	40,742	1,561,000 SH	SOLE		1,561,000		
Rightchoice Managed Care	COM	766571-10-2	23,671	338,200 SH	SOLE		338,200		
Schuler Homes Inc.	COM CL A	808188-10-6	5,322	268,100 SH	SOLE		268,100		
Security Capital Group	COM CL B	81413P-20-4	21,341	841,200 SH	SOLE		841,200		

Value Total: \$ 100,185

Entry Total: 5

\* NOTE: Previously requested confidential treatment through 4th Qtr of 2001 on 11/15/01 Filing

CERTIFICATE

In connection with a request for confidential treatment of the securities positions contained on the attached Form 13F for the quarter ended December 31, 2001 filed by Sandell Asset Management Corp. ("Sandell"), Sandell hereby represents to the Securities and Exchange Commission in good faith that:

1. Each of the securities holdings on the attached Form 13F represents a risk arbitrage position that was open on December 31, 2001.

2. As of December 31, 2001, Sandell reasonably believed that it may not close the entire position of each such holding on or before February 13, 2002.

Dated: February 13, 2002

SANDELL ASSET MANAGEMENT CORP.

By: \_\_\_\_\_

Thomas Sandell, Principal

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